

Executed in 7  
counterparts of  
which this is  
Counterpart No. 1.

RECORDATION NO. 5895-C Filed & Recorded

MAR 30 1971 3 22 PM

INTERSTATE COMMERCE COMMISSION

SOUTHERN RAILWAY

EQUIPMENT TRUST NO. 1 OF 1971

- - - - -

SUPPLEMENT

Dated as of March 15, 1971

to

EQUIPMENT TRUST AGREEMENT

Dated as of January 15, 1971

Between

THE CHASE MANHATTAN BANK  
(NATIONAL ASSOCIATION)

Trustee

and

SOUTHERN RAILWAY COMPANY

THIS SUPPLEMENTAL AGREEMENT, made and entered into as of the 15th day of March, 1971, by and between

THE CHASE MANHATTAN BANK (NATIONAL ASSOCIATION), a national banking association duly incorporated and existing under the laws of the United States of America (the "Trustee"), of the first part; and

SOUTHERN RAILWAY COMPANY, a Virginia corporation (the "Company"), of the second part;

W I T N E S S E T H that:

WHEREAS, by agreement (the "Agreement"), dated as of January 15, 1971, between the Trustee and the Company there was constituted SOUTHERN RAILWAY EQUIPMENT TRUST NO. 1 OF 1971; and

WHEREAS, by the Agreement the Trustee did let and lease unto the Company certain railroad equipment therein particularly described for a term beginning December 22, 1970, to and including January 15, 1986, upon the terms and conditions therein specified; and

WHEREAS, in the last paragraph of Section 3.4 of the Agreement, it is provided that in the event the aggregate final cost of the equipment therein described shall be less than 125% of the aggregate principal amount of Trust Certificates issued thereunder, the Company will cause to be sold, assigned, transferred and set over unto the Trustee additional equipment in such amount and of such cost that the aggregate final cost of the trust equipment will be at least 125% of the aggregate principal amount of Trust Certificates issued thereunder; and

WHEREAS, the Company, in compliance with the aforesaid requirements of Section 3.4 of the Agreement, now proposes to cause to be sold, assigned, transferred and set over unto the Trustee, as trustee under the Agreement, nineteen (19) new 100-ton 3300 cu. ft. capacity covered hopper cars bearing road numbers 91068 to 91086, both inclusive (the "Additional Equipment");

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar (\$1.00) paid by the Trustee to the Company at or before the ensealing and delivery hereof, the receipt of which is hereby acknowledged, and in consideration of the rents and covenants in the Agreement provided for contained, the Company does hereby assign to the Trustee all its right, title and interest under the

contract for the construction of the Additional Equipment, and the Trustee does hereby let and lease to the Company for the remainder of the term of the Agreement, to wit, until January 15, 1986, the Additional Equipment, the said assignment by the Company and lease by the Trustee being upon and subject to all the terms and conditions of the Agreement as though the Additional Equipment had been a part of the original railroad equipment described in the Agreement.

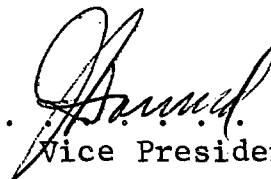
AND the Company hereby accepts the terms and conditions upon which the Additional Equipment is leased to it hereunder, and covenants and agrees to abide by each and every such term and condition according to the true intent and purpose thereof.

This Supplemental Agreement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed and duly attested, as of the day and year first above written.

THE CHASE MANHATTAN BANK  
(NATIONAL ASSOCIATION),

By

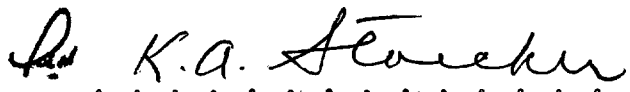
  
Vice President.

ATTEST:

  
Assistant Secretary.

SOUTHERN RAILWAY COMPANY,

By

  
Vice President.

ATTEST:

  
Assistant Secretary.

STATE OF NEW YORK     )  
                              ) ss:  
County of New York    )

On this 15<sup>th</sup> day of March, 1971, before me personally appeared L. E. HOWARD, to me personally known, who, being by me duly sworn, says that he is a Vice President of THE CHASE MANHATTAN BANK (National Association), that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation pursuant to due corporate authority and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Joan M. Cosenza*

JOAN M. COSENZA  
Notary Public, State of New York  
No. 24 - 5827690  
Qualified in Kings County  
Certificate Filed with New York Co. Clerk  
Commission Expires March 30, 1972

DISTRICT OF COLUMBIA

On this 18 day of March, 1971, before me personally appeared K. A. Stoecker, to me personally known, who, being by me duly sworn, says that he is a Vice President of SOUTHERN RAILWAY COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation pursuant to due corporate authority and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Lawrence A. Huff*

LAWRENCE A. HUFF  
NOTARY PUBLIC  
IN AND FOR THE DISTRICT OF COLUMBIA  
MY COMMISSION EXPIRES JUNE 30, 1972

My commission expires June 30, 1972.